

Date: 07th September, 2016

To,
The Manager- Listing,
Deptt. of Corporate Services
Bombay Stock Exchange Ltd.
Floor 25, P J Towers,
Dalal Street,
MUMBAI-400001

Ref: SECURITY CODE: 531680; SECURITY ID: MAYUR; ISIN INE799E01011

Sub: Intimation of Annual General Meeting

Dear Sir,

This is inform to you that the 31st annual general Meeting of the Company will be held on Wednesday, 28th September 2016 at 02.00 P.M. at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura- 303704, Jaipur (Raj.)

Please find enclosed the copy of the Notice of 31st Annual General Meeting of the Company.

This is for your information and record please.

Thanking you.

Yours faithfully,

For Mayur Leather Products Limited



JYOTI SONI
COMPANY SECRETARY

IAS-ANZ



ISO 9001:2008

Works & Regd. Office : G-60 To 62 & 67 To 69, Jaitpura Indl. Area, Jaitpura, Jaipur- 303 704 Rajasthan (INDIA)
Phone: +91 1423 224353, 224303, 512303 • Fax: +91 1423 224308 • Email : mlp@mayurleather.com
Correspondence Office : B-5, Vrindavan Apartments, Vrindavan Vihar, King's Road, Jaipur- 302 019 Rajasthan (INDIA)
Phone : +91 9928911947 • Telefax: +91-141-2810385

SATRA
TECHNOLOGY
CENTRE

NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the **31st Annual General Meeting [AGM]** of the Members of **MAYUR LEATHER PRODUCTS LIMITED** will be held on Wednesday, the 28th day of September, 2016 at 02:00 P.M. at its Registered Office at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura- 303704, Jaipur (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and together with the reports of the Auditors and the Board of directors thereon.
2. To declare dividend on Equity Shares of the Company for the year ended 31st March, 2016 and confirm the dividend paid during the financial year.
3. To appoint Director in place of Ms. Amita Poddar (DIN: 00143486), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of M/s. Madhukar Garg & Co., **Chartered Accountants**, Jaipur (Firm Registration No. 000866C) as approved by Members at the Twenty Ninth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of third consecutive Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2017 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an

Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General meeting held on September 08, 2014, the appointment of M/s. Madhukar Garg & Co., Chartered Accountants, Jaipur, as Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the Calendar Year 2017 be and is hereby ratified (for the Financial year 2016-2017) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

5. **Appointment of Mr. Abhinav Choudhari (DIN: 03634672) as an Independent Director**
To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Abhinav Choudhari (DIN: 03634672), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th February, 2016 and who holds office up to the date of ensuing AGM, in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Abhinav Choudhari (DIN: 03634672) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company up to 11th February, 2021, not liable to retire by rotation."

6. ALTERATION OF CLAUSE III TO THE MEMORANDUM OF ASSOCIATION OF COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), change or re-enactment thereof, for the time being in force), approval of the members of the company be and is hereby accorded to the alteration of Clause III (related to object clause) of the memorandum of association of the company by deleting clause III (B) and (C) from the memorandum of association and inserting in place thereof new clause III(B) being "Matters which are necessary for furtherance of the objects specified in clause III(A) are" to bring the object clause III in accordance with the Companies Act 2013 in the following manner:

- (B)** Matters which are necessary for furtherance of the objects specified in clause III (A) are:—
1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.
 2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.

3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.
4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.
8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.
9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.

10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.
12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.
13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.
15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.
16. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
17. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

18. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
19. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.
20. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carryout exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
21. To grant licenses or concessions over or in respect of any property or rights of the Company.
22. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.

23. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.
24. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect , either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
25. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all states, territories, possessions and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
26. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

RESOLVED FURTHER THAT approval of the members of the company be and is hereby accorded to the substitution of following at the face of Memorandum of Association of company:

(THE COMPANIES ACT, 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

RESOLVED FURTHER THAT Board of directors of the company be and is hereby authorized to take all necessary actions, steps, matters and things as may be necessary and expedient to give effect to the aforesaid resolution including to file any forms and documents.”

7. APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the company be and are hereby substituted and adopted by new set of articles of association as placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

PLACE: JAIPURA, JAIPUR
DATE: 13th August, 2016

BY ORDER OF THE BOARD OF DIRECTORS
Sd/
Amita Poddar
Chairperson & Director
DIN: 00143486

NOTES:

- 1) The relative Explanatory Statements pursuant to section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice are annexed.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 3) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, form an integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.
- 5) The new set of Memorandum of Association and Articles of Association are provided as forming part of notice of the Meeting.
- 6) In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Ms. Amita Poddar, Director of the company, retire by rotation at the ensuing Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends this re-appointment.
- 7) Members /Proxies and Authorised representatives attending the meeting should bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
- 8) Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
- 9) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in a physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting.
- 10)
 - a. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th day of September, 2016 to Wednesday, 28th day of September, 2016 (both days inclusive).
 - b. The dividend on Equity Shares of the Company if declared, will be made payable

within 30 days of the declaration i.e., 28.09.2016 to those members whose names shall appear on the Company's Register of Members and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by Central Depository Services (India) Limited as beneficial owners as on that date.

- 11) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
- 12) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09(Interim), from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 25, 2015 (date of last Annual General Meeting) on the website of the Company (www.mayurgroups.net), as also on the website of the Ministry of Corporate Affairs.
- 13) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 14) Members are requested to address all correspondence to **M/s. Link India Intime Pvt. Limited.**, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naryana, New Delhi – 110 028 who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
- 15) All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 am to 1.00 pm up to the date of Annual General Meeting.
- 16) For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
- 17) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
- 18) In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the Registered Office of the Company.

- 19) Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
- 20) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
- 21) Members desirous of making nomination as permitted under section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent M/s Link Intime (India) Private Limited. The members holding shares in Demat form may contact their respective depository participants for such nominations.
- 22) Members are informed that Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliance by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.
- 23) Your company has also decided to be a part of this initiative and request the shareholders to send/update their email ID in the company's record. This initiative will enable better flow of the information required to be disseminated to the members and save the environment by saving the paper. We seek your whole-hearted support for this initiative.
- 24) The Notice of the meeting along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- 25) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on wednesday, 21 September, 2016 (Cut off date).
- 26) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI(Listing Obligations and Disclosure requirements) regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means through the

- electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The instructions for e-voting are annexed to the Notice.
- 27) Members, whose names appear in the Register of Members / list of Beneficial Owners as on wednesday, 21 September, 2016, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).
- 28) The remote e-voting period will commence on **10.00 A.M. on Sunday, September 25th, 2016 and ends on 05.00 P.M. on Tuesday, September 27^h, 2016**. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- 29) The Company has appointed Mr. Manoj Maheshwari, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- 30) The final results including the remote E-voting results shall be declared at the AGM of the Company. The final results along with the scrutinizer's report shall be placed on the Company's website www.mayurgroups.net within two days of passing of the resolution at the AGM of the Company. The results shall simultaneously be communicated to the Stock Exchanges.
- 31) Company's website www.mayurgroups.net will be uploaded with the above documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the registered Office of the Company also.
- 32) **E-VOTING FACILITY**
- (i) The voting period begins on **10.00 A.M. on Sunday, September 25th, 2016 and ends on 05.00 P.M. on Tuesday, September 27^h, 2016**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the company name, "**MAYUR LEATHER PRODUCTS LIMITED**"

- from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ? Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ? In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ? Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (X) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (Xi) For Members holding shares in physical form, the details can be used only for e-

- voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

PLACE: JAIPURA, JAIPUR

DATE: 13th August, 2016

BY ORDER OF THE BOARD OF DIRECTORS

Amita Poddar

Chairperson & Director

DIN: 00143486

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 Mr. Abhinav Choudhari (DIN: 03634672) was appointed as an Additional Director by the Board with effect from 12th February, 2016,

Pursuant to section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Abhinav Choudhari (DIN: 03634672) will hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013, from a member along with a deposit of 1,00,000/- proposing the candidature of Mr. Abhinav Choudhari (DIN: 03634672) for the office of an Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Abhinav Choudhari (DIN: 03634672), an Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder.

The Board considers that his continued association would be of immense benefit to the Company and is desirable to continue to avail services of Mr. Abhinav Choudhari (DIN: 03634672) as an Independent Director.

Mr. Abhinav Choudhari (DIN: 03634672) is directly concerned and interested in this resolution, as it relates to his appointment. Except Mr. Abhinav Choudhari (DIN: 03634672), no other Director or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution. Mr. Abhinav Choudhari (DIN: 03634672) along with his relatives does not hold any shares in the Company and has no relationship with any of the other Directors of the Company.

The resolution seeks the approval of members for the appointment of Mr. Abhinav Choudhari (DIN: 03634672) as an Independent Director of the Company pursuant to section 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

The Board recommends the Ordinary resolution set forth in Item no. 5 of the Notice for the approval of the members.

None of the Directors of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the company.

Item No. 6 Alteration of Clause III to the memorandum of Association of company

Since the most of the provisions of Companies Act, 2013 and rules there under have been applicable w.e.f. 01.04.2014 including section 4 of the Companies Act, 2013 which provides

about the particulars of Memorandum of association of a company. As per the aforesaid section, the object clause shall include only the main object to be pursued by the company and any matter considered necessary in furtherance thereof.

Therefore, your Board of directors has also recommend to alter clause III (related to object clause) of the memorandum of association of the company by deleting clause III (B) and (C) from the memorandum of association and inserting in place thereof new clause III(B) being "Matters which are necessary for furtherance of the objects specified in clause III(A) are" to bring the object clause III in accordance with the Companies Act 2013.

So, in terms of the provisions of section 13 and Companies (Incorporation) Rules, 2014, your Board of directors proposes the resolution no. 1 (Alteration of Clause III to the memorandum of Association of company) for approval of the members in this general meeting.

None of the Directors of the Company is concerned or interested in the said Resolution except to the extent of their shareholding in the company.

The Board recommends the Special resolution set forth in Item no. 6 of the Notice for the approval of the members.

Item No. 7 Adoption of New Set of Articles of Association of Company

The Articles of Association ("AOA") of the Company as presently existing are based on the Companies Act, 1956 and several clauses /regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Existing regulations 1 to 49 of the Articles of Association should be replace by the new set of regulations and adopted as new set of Articles of Association as per the requirements of the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding in the company.

The Board recommends the Special resolution set forth in Item no. 7 of the Notice for the approval of the members.

ANNEXURE TO THE NOTICE OF 31st AGM

Information pursuant to Regulation of SEBI(LODR) Regulations, 2015 with the stock exchanges in respect of the Director who is proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on 27th September, 2016:

Ms. Amita Poddar (DIN: 00143486) is retiring by rotation at the date of ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Details of Ms. Amita Poddar, Director of the Company are as follows:

Name of the Director	Ms. Amita Poddar
Date of Birth	03/08/1953
Date of Appointment	01/09/2002
Designation	Director
Qualification(s)	Senior Cambridge
Name of the Companies in which directorship held as on 31.03.2016	NIL
Member of the Committee of Board of other companies	NIL
No. of Shares held in the Company as on 31.03.2016	686100

Mr. Abhinav Choudhari (DIN: 03634672) who was appointed as an Additional Director will be appointed as an Independent Director in ensuing Annual General Meeting:

Details of Mr. Abhinav Choudhari, Director of the Company are as follows

Name of the Director	Mr. Abhinav Choudhari
Date of Birth	03/05/1992
Date of Appointment	12/02/2016
Designation	Additional Director
Qualification(s)	B.Com
Name of the Companies in which directorship held as on 31.03.2016	<ol style="list-style-type: none"> 1. EMGEE CABLES AND COMMUNICATIONS LIMITED 2. H.M.S. INVESTMENTS PRIVATE LIMITED 3. ELECTRICAL TECHNOLOGY PARK OF INDIA
Member of the Committee of Board of other companies	Member of Audit Committee, Stake holder's Grievance Committee and Nomination & Remuneration Committee of EMGEE CABLES AND COMMUNICATIONS LIMITED
No. of Shares held in the Company as on 31.03.2016	NIL

ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)

MANDATE FORM

Shareholders' Authorization to receive dividend through Electronic Credit Clearing Mechanism

1	Name of the first/ sole shareholder
2	Regd. Folio No./ DP Client ID
3	Particulars of bank account of first/ sole shareholder
	a. Name of the bank
	b. Branch
	Address of the branch
	Telephone No. of the branch
	c. 9 digit code number of the bank and branch appearing on the MICR cheque issued by the bank
	d. Account Number (As appearing on the cheque book/ passbook)
	e. Account Type (S.B. account/current account or cash credit) with code 10/11/13
	f. Ledger No./ Ledger folio No. (if appearing on the cheque book/ passbook)
(In lieu of the bank certificate to be obtained as under, please attach a blank cancelled cheque or photocopy of a cheque or the front page of the saving bank passbook issued to you by your bank for verification of the above particulars)	
I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I will not hold Mayur Leather Product Ltd. responsible. I have read the option invitation letter and agree to discharge the responsibility expected of me as a participant under the scheme.	
Date :	Signature of the shareholder
Place :	
Certified that the particulars furnished above are correct as per our records	

Bank's Stamp

Signature of Authorized Official from the Bank

Date :

Notes:

- Please fill in the attached Mandate Form and send it to:
 - The Depository Participant who is maintaining your demat account in case your shares are dematerialized.
 - The address of our Registrars and Share Transfer Agents **M/s. Link Intime India Pvt. Limited**, 44, Community Center 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110 028 in case you are holding physical share certificates.
- Kindly note that the information provided by you should be accurate and complete in all respects and duly certified by your bank. In lieu of the bank certificate, you may attach a blank cancelled cheque or photocopy of a cheque or the front page of the Savings Bank passbook issued to you by your bank, for verification of the above.
- In case of more than one folio, please complete the details on separate sheets.
- The information provided by you will be treated confidential and would be utilized only for the purpose of effecting the payments meant for you. You also have the right to withdraw from this mode of payment by providing the Company with an advance notice of 6 weeks.

MAYUR LEATHER PRODUCTS LIMITED

CIN: L19129RJ1987PLC003889

Registered Office : G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur (Rajasthan).

Website: www.mayurgroups.net Email Id: mlp@mayurleather.com

Tel No. & Fax: 01423-224303, 01423-224308

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting.

DP ID*	
Client ID*	

Master Folio No.	
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NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held:

I hereby record my presence at the **31st ANNUAL GENERAL MEETING** of the Company held on **Wednesday, the 28th day of September, 2016** at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur **at 02:00 P.M.**

Signature of the shareholder or proxy

* Applicable for investors holding shares in electronic form.

NOTE: (1) The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

(2) Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional form on request.

MAYUR LEATHER PRODUCTS LIMITED

CIN: L19129RJ1987PLC003889

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**Form No. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered address	
E-mail ID	
Folio No. / DP ID and Client ID	

I/We, being the Member(s) of..... shares of the above named Company, hereby appoint

1. Name:.....
Address:.....
E-mail ID:.....
Signature:....., or failing him/her
2. Name:.....
Address:.....
E-mail ID:.....
Signature:....., or failing him/her
3. Name:.....
Address:.....
E-mail ID:.....
Signature:....., or failing him/her

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the **31st ANNUAL GENERAL MEETING** of the Company held on **Wednesday, the 28th day of September, 2016 at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur at 02:00 P.M.** and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2016.		
2.	To declare dividend on Equity Shares of the Company for the year ended 31st March, 2016 and confirm the dividend paid during the financial year.		
3.	To appoint Director in place of Ms. Amita Poddar (DIN: 00143486), who retires by rotation and being eligible, offers herself for re-appointment.		
4.	Ratification of the appointment of M/s. Madhukar Garg & Co., Chartered Accountants, Jaipur (Firm Registration No. 000866C)		
5.	Appointment of Mr. Abhinav Choudhari (DIN: 03634672) as an Independent Director		
6.	Alteration Of Clause III To The Memorandum Of Association Of Company		
7.	Approval For Adoption Of New Set Of Articles Of Association		

Signed this..... day of2016.

Signature of shareholder.....

Signature of proxy holder(s).....

Affix
Revenue
Stamp

Note:

This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

ROUTE MAP

